Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines
BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a **UNLOCKD, Inc.**

Incorporated in: State of Wyoming
SIC Code: 2086 Manufacture of Bottled Beverages

Address of Principal Executive Offices:
342 N Queen St. Warehouse D
Lancaster, PA 17603

Telephone: +1 223-332-4898
Website: https://UNLOCKDinc.com/
Investor Relations Contact: John P. Gorst, Chief Executive Officer — IR@UNLOCKDinc.com

Quarterly Report

For the period ending: Sep 30, 2026

Outstanding Shares
The number of shares outstanding of our Common Stock shares was:

2,591,241,595 as of Sep 30, 2026 Period End
1,271,241,595 as of Dec 31, 2025 Most Recent Fiscal End
482,365,290 as of Dec 31, 2024 Previous Fiscal End
Note: Any material changes after September 30, 2026 are disclosed under "**Subsequent Events**."

Shell Status
Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No:☒

Historical Note: On July 21, 2025, a Change in Control occurred when Jordan P. Balencic, D.O. acquired all 51 outstanding shares of the Company's Series D Preferred Stock pursuant to a Change of Control Agreement with former Chief Executive Officer Andrew Gilton II. The Series D Preferred Stock represents 51% of the Company's total voting power. Dr. Balencic became the Company's controlling shareholder and Chief Executive Officer effective July 21, 2025.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Current name of issuer: BitFrontier Capital Holdings, Inc. (d/b/a UNLOCKD, Inc.)

Previous names (with dates):
Purio, Inc. — name change approved December 20, 2017; effective in the market February 5, 2018.
AOM Minerals, Ltd. — incorporated June 3, 2005; changed name to Purio, Inc. on December 5, 2007.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The Company was originally incorporated in Nevada on June 3, 2005 and redomiciled to Wyoming on August 14, 2010. The issuer's standing in Wyoming is Active.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Currently anticipated:

On September 22, 2026, the Company entered into a Letter of Intent with Next10, Inc. (OTCID: NXTN) concerning a proposed strategic investment and potential acquisition of a controlling equity interest in the Company. The contemplated transaction establishes a negotiated valuation framework of approximately $0.0004 per outstanding share of the Company's Common Stock, subject to the terms and conditions of the proposed transaction.

The contemplated transaction would involve a staged investment structure, with Next10 initially acquiring a non-controlling interest and potentially increasing its ownership upon satisfaction of specified conditions, including financial reporting and audit-readiness requirements. Under the proposed structure, the Company would remain a separately existing, publicly traded issuer.

The proposed transaction remains subject to due diligence, negotiation and execution of definitive agreements, applicable approvals, and other closing conditions. No assurance can be provided that the transaction will be consummated or that its final terms will be consistent with those presently contemplated.

Occurred within the past 12 months:

On December 31, 2025, the Company completed the acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND, including intellectual property, formulations, trademarks, brand assets, research materials, product-

development assets, and related commercialization rights. As consideration for the acquired assets, the Company agreed to issue an aggregate of 400,000,000 restricted shares of Common Stock to the former members and other designated recipients of ERApeutics, LLC. The shares were subsequently issued on July 14, 2026.

On May 13, 2026, the Company completed the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA. Following completion of the transaction, VerdaGenix became a wholly owned operating subsidiary of the Company. As consideration in connection with the acquisition, the Company agreed to issue an aggregate of 225,000,000 restricted shares of Common Stock to the former owners and designated recipients of VerdaGenix. The shares were subsequently issued on July 14, 2026. In connection with the acquisition, the Company also assumed and restructured certain pre-existing obligations associated with VerdaGenix through convertible promissory notes having aggregate original principal of $231,500.

The address(es) of the issuer's principal executive office:

342 N Queen St. Warehouse D
Lancaster, PA 17603

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 433-1979
Email: ss@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	BFCH	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	09174L104	
Par or stated value:	0.0001	
Total shares authorized:	5,000,000,000	as of 09/30/2026
Total shares outstanding:	2,591,241,595	as of 09/30/2026
Total number of shareholders of record:	50	as of 09/30/2026

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	**Series D Super Voting Preferred Stock**	
CUSIP (if applicable):	N/A	
Par or stated value:	0.0001	
Total shares authorized:	51	as of 09/30/2026
Total shares outstanding (if applicable):	51	as of 09/30/2026
Total number of shareholders of record:	1	as of 09/30/2026

Exact title and class of the security:	**Series C Convertible Preferred Stock**	
CUSIP (if applicable):	N/A	
Par or stated value:	0.0001	
Total shares authorized:	50,000,000	as of 09/30/2026
Total shares outstanding (if applicable):	14,500,000	as of 09/30/2026
Total number of shareholders of record:	6	as of 09/30/2026

Exact title and class of the security:	**Series F Convertible Preferred Stock**	
CUSIP (if applicable):	N/A	
Par or stated value:	0.0001	
Total shares authorized:	100,000,000	as of 09/30/2026
Total shares outstanding (if applicable):	0	as of 09/30/2026
Total number of shareholders of record:	0	as of 09/30/2026

Notes: In connection with its ongoing review and reconciliation of the Company's historical corporate records, Wyoming Secretary of State filings, and transfer-agent records, current management identified discrepancies in the Company's previously reported preferred-stock capitalization. Specifically, certain prior disclosures reflected 24,750,000 authorized shares of Series C Preferred Stock, whereas the Company's Wyoming-filed Series C Preferred Stock designation provides for 50,000,000 authorized shares. Similarly, the Company's Wyoming-filed Series F Preferred Stock designation provides for 100,000,000 authorized shares. These discrepancies have been corrected in the current report to accurately distinguish authorized shares from issued and outstanding shares.

During 2025, the Company completed two transactions affecting its outstanding Series C Preferred Stock. On September 9, 2025, 4,000,000 shares previously issued to Bryan Wilkinson were returned to the Company and canceled without consideration. Additionally, pursuant to the July 21, 2025 Change of Control Agreement, 6,250,000 shares held by Andrew Gilton II were converted into 12,500,000 shares of Common Stock at a conversion ratio of one (1) Series C Preferred share for two (2) Common shares. Collectively, these transactions reduced the outstanding Series C Preferred Stock from 24,750,000 shares as of June 30, 2025 to 14,500,000 shares as of December 31, 2025. The outstanding balance remained 14,500,000 shares as of September 30, 2026.

Pacific Stock Transfer's records confirm that, as of September 30, 2026, the Company had 14,500,000 Series C Preferred shares outstanding among six shareholders of record and 51 Series D Preferred shares outstanding, held by one shareholder. The foregoing Series C cancellations and conversions affected the number of issued and outstanding shares but did not reduce the number of shares authorized under the Company's Series C Preferred Stock designation. No Series F Preferred shares were issued or outstanding as of September 30, 2026.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

   Dividend Rights: Eligible when and if declared by the Board.
   Voting Rights: 1:1 (one vote per share).
   Preemptive Rights: None.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Series D Preferred Stock: The Company has 51 shares of Series D Preferred Stock authorized, issued, and outstanding. Collectively, these shares represent 51% of the Company's total voting power and are held by a single shareholder. Series D Preferred Stock is not convertible into Common Stock. Dividend, liquidation, redemption, and other rights are governed by the applicable Certificate of Designation.

Series C Preferred Stock: The Company has 50,000,000 shares of Series C Preferred Stock authorized, of which 14,500,000 shares were issued and outstanding as of September 30, 2026. Each share is convertible into two (2) shares of Common Stock, subject to the terms of the applicable Certificate of Designation. Dividend, voting, liquidation, redemption, and other rights are governed by that designation.

Series F Preferred Stock: The Company has 100,000,000 shares of Series F Preferred Stock authorized, of which no shares were issued or outstanding as of September 30, 2026. Each share is convertible into two (2) shares of Common Stock, subject to the terms of the applicable Certificate of Designation, including provisions addressing adjustments in connection with certain corporate actions. During 2026, the Company approved executive equity compensation arrangements involving Series F Preferred Stock; however, the shares associated with those arrangements remained unissued as of September 30, 2026. The Company may also utilize preferred equity securities as consideration in connection with strategic acquisitions and other corporate transactions, subject to the applicable agreements and corporate approvals. Material transactions occurring after September 30, 2026 are addressed separately under Subsequent Events.

3. **Describe any other material rights of common or preferred stockholders.**

   N/A

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

   NA

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date: 01/01/2024		Common: 457,830,708 Preferred: 44,750,051	*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
07/02/2024	New Issuance	23,026,666	Common	.00135	Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
12/23/2024	New Issuance	70,760,666	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
02/15/2025	New Issuance	44,535,555	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
04/17/2025	New Issuance	56,616,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
04/23/2025	New Issuance	58,324,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
06/30/2025	New Issuance	51,282,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/02/2025	New Issuance	68,565,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/07/2025	New Issuance	74,500,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/08/2025	New Issuance	65,000,000	Common		Yes	Andrew Gilton III	Mgt Comp	Restricted	Restricted
07/11/2025	New Issuance	86,700,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/15/2025	New Issuance	97,000,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/18/2025	New Issuance	107,101,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
09/09/2025	Cancellation	(4,000,000)	Preferred Class C			Bryan Wilkinson	Return and Cancellation	N/A - Cancellation	

09/30/2025	New Issuance	10,000,000	Common		Yes	Douglas Vaughn	Services: Corporate Filings	Restricted	Rule 144 (4a1)
09/30/2025	New Issuance	10,323,750	Common		Yes	Jordan Balencic D.O.	Cash Contribution	Restricted	Rule 144 (4a1)
09/30/2025	New Issuance	6,250,000	Common		Yes	William Cheek	Cash Contribution	Restricted	Rule 144 (4a1)
09/30/2025	Pref F Conversion	40,000,000 (20,000,000)	Common Pref F		Yes	Andrew Gilton II	Conversion of 20,000,000 Series F Preferred shares into 40,000,000 Common shares	Restricted	Restricted
09/30/2025	Pref C Conversion	12,500,000 (6,250,000)	Common Pref C		Yes	Andrew Gilton II	Conversion of 6,250,000 Series C Preferred shares into 12,500,000 Common shares pursuant to Change of Control Agreement	Restricted	Restricted
07/14/2026	New Issuance	400,000,000	Common		No	Appendix 'A'	Evermind Acquisition	Restricted	Rule 144 (4a1)
07/14/2026	New Issuance	225,000,000	Common		No	Appendix 'B'	Verdagenix Acquisition	Restricted	Rule 144 (4a1)
07/14/2026	New Issuance	200,000,000	Common		No	Jordan Balencic, D.O.	Executive Compensation	Restricted	Rule 144 (4a1)
07/14/2026	New Issuance	130,000,000	Common		No	Grace Joseph Strategies	Capital Markets Advisory	Restricted	Rule 144 (4a1)
09/03/2026	New Issuance	240,000,000	Common			Tri-Bridge Ventures, John Forsythe Manager	Reg A Funds	Unrestricted	
09/03/2026	New Issuance	125,000,000	Common			Tri-Bridge Ventures, John Forsythe Manager	Future Reg A Funds	Restricted	
Shares Outstanding on Date of This Report: Ending Balance: Date 09/30/2026 Common: 2,591,241,595 Preferred: 14,500,051									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

See Appendix A (EVERMIND Acquisition) and Appendix B (VerdaGenix Acquisition) on the following page for detailed allocations of the Common Stock issued in connection with these transactions.

Appendix A Evermind Acquisition

Jordan P. Balencic	201,120,000
Ben Franklin	44,000,000
Michael Lettieri	28,000,000
White Rose Impact	17,600,000
Fredrick Krieger	14,000,000
J. Rodney Messick	10,400,000
Paul Michael Jones	10,000,000
James Armstrong	9,200,000
EVERMIND BOYS	7,200,000
Robert Dwyer	7,200,000
Chris Kager	6,400,000
Empire Nut Company	5,600,000
Jessie Dionne	5,600,000
Raymond Peart	5,600,000
Thomas Fung	2,800,000
Neil Stollman	2,800,000
Michael J. Rainsford	2,800,000
Matthew DeRose	2,800,000
Jeffrey L. Zvolanek	2,800,000
Jeffery Gubbels	2,800,000
Richard Thompson	2,400,000
Jordan P. Balencic	1,600,000
Anthony Bertola	1,600,000
Majid Basit	1,400,000
Troy Bloom	1,400,000
Shelly Duff	960,000
Ty Krieger	960,000
Jeremy Ritz	480,000
Victoria Pelham	480,000
Total	400,000,000

Appendix B Verdagenix Acquisition

Stephen Wycherley	56,250,000
Jamie Leigh Jarrett	56,250,000
Pinz Capital Special Opportunities	56,250,000
Tonchin Investments, LLC	56,250,000
Total	225,000,000

Shares Vested but Unissued / Historical Subscription Obligations

The Company's historical corporate and capitalization records identify certain subscription agreements entered into by prior management pursuant to which shares of Common Stock were contemplated but never issued. As part of its ongoing review and reconciliation of historical capitalization records, current management has undertaken efforts to identify the relevant agreements, contact the applicable parties, and evaluate the status of any remaining contractual obligations.

With respect to BGTV Direct and Traveling Caregivers, no shares have been issued pursuant to their respective historical subscription agreements. As of the date of this report, current management has not received a request for issuance from either party. The Company continues to maintain records relating to these agreements and evaluate their status and enforceability. The absence of a request for issuance does not, by itself, establish that any underlying contractual obligation has been extinguished.

With respect to Who Are You Holdings, LLC, the parties entered into a Rescission and Mutual Release Agreement effective December 9, 2025, pursuant to which the subscription agreement dated March 14, 2019 was mutually rescinded and terminated. No shares were issued pursuant to the original subscription agreement, and Who Are You Holdings, LLC irrevocably relinquished its rights to the 2,500,000 shares of Common Stock contemplated thereunder. Accordingly, the Company considers the historical subscription obligation to Who Are You Holdings, LLC fully resolved, with no remaining obligation to issue shares pursuant to that agreement.

Separately, the 400,000,000 shares of Common Stock previously disclosed as vested but unissued in connection with the Company's acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND were issued on July 14, 2026, pursuant to the approved acquisition consideration and allocation schedule. Accordingly, these shares are included in the Company's issued and outstanding Common Stock as of September 30, 2026, and are no longer classified as vested but unissued.

Convertible Debt – Jeffrey Mutual (Amended July 24, 2025)

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022. Under the amended agreement, the conversion price was fixed at $0.01 per share of Common Stock, the aggregate number of shares issuable under the agreement was capped at 200,000,000 shares, and a 9.9% beneficial ownership limitation applies to conversions.

The amended agreement eliminated the variable-rate conversion provisions contained in the legacy instruments and included a mutual release of claims relating to the prior debt instruments. No conversions under the amended agreement occurred during the quarter ended September 30, 2026.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
05/13/2026	$26,139*	$25,000	$1,139	5/13/2029	Lesser of $0.001 per share or 65% of the lowest traded price during the preceding 10 trading days, **subject to a minimum conversion price of $0.0001 per share** and a 9.9% beneficial ownership limitation.	Christian Vara	Assumption/ restructuring of VerdaGenix acquisition-related debt
05/13/2026	$107,956*	$103,250	$4,706	5/13/2029	Lesser of $0.001 per share or 65% of the lowest traded price during the preceding 10 trading days, **subject to a minimum conversion price of $0.0001 per share** and a 9.9% beneficial ownership limitation.	Tonchin Investments, LLC / Lucas Schrier, Manager	Assumption/ restructuring of VerdaGenix acquisition-related debt
05/13/2026	$100,449*	$103,250	$4,669	5/13/2029	Lesser of $0.001 per share or 65% of the lowest traded price during the preceding 10 trading days, **subject to a minimum conversion price of $0.0001 per share** and a 9.9% beneficial ownership limitation.	Pinz Capital Special Opportunities Fund, LP / Matthew Pinz, CIO	Assumption/ restructuring of VerdaGenix acquisition-related debt
05/04/2026	$15,490	$15,000	$490	05/04/2027	**Fixed $0.0003 per share**; 4.99% beneficial ownership limitation	Newlan Law Firm, PLLC (predecessor to Newlan Law Group, PLLC)	Reg A legal services
08/06/2026	$20,241	$20,000	$241	08/06/2027	60% of the lowest sale price during the preceding five trading days; 4.99% beneficial ownership limitation	Tri-Bridge Ventures, LLC / John Forsythe, Manager	Working Capital Financing

Use the space below to provide any additional details, including footnotes to the table above:

VerdaGenix Acquisition-Related Convertible Notes: In connection with the Company's acquisition of VerdaGenix, LLC, the Company assumed and restructured certain pre-existing obligations associated with VerdaGenix through three convertible promissory notes dated May 13, 2026, with aggregate original principal of $231,500. The notes were issued to Christian Vara ($25,000), Tonchin Investments, LLC ($103,250), and Pinz Capital Special Opportunities Fund, LP ($103,250).

The notes bear simple interest at 12% per annum and mature on May 13, 2029. No periodic cash interest payments are required. Outstanding principal and accrued interest are convertible into shares of the Company's Common Stock at the lesser of $0.001 per share or 65% of the lowest traded price during the ten trading days preceding conversion, subject to a minimum conversion price of $0.0001 per share and a 9.9% beneficial ownership limitation.

During September 2026, Pinz Capital Special Opportunities Fund, LP exercised a portion of its conversion rights. The outstanding balance reported in the table reflects the Company's recorded reduction in the obligation following that conversion. The original principal amount shown represents the amount at issuance rather than the remaining principal balance.

Newlan Law Firm Convertible Note: On May 4, 2026, the Company issued a $15,000 convertible promissory note to Newlan Law Firm, PLLC, predecessor to Newlan Law Group, PLLC, in connection with legal services relating to the Company's Regulation A offering. The note bears interest at 8% per annum and matures on May 4, 2027. The note is convertible into Common Stock at a fixed conversion price of $0.0003 per share, subject to applicable adjustment provisions and a 4.99% beneficial ownership limitation. As of September 30, 2026, accrued interest totaled approximately $490, resulting in an outstanding balance of approximately $15,490.

Tri-Bridge Ventures Convertible Note: On August 6, 2026, the Company entered into a $20,000 convertible promissory note with Tri-Bridge Ventures, LLC for working capital financing. The note was funded on August 17, 2026, bears simple interest at 10% per annum from the funding date, and matures on August 6, 2027. The conversion price is equal to 60% of the lowest sale price of the Company's Common Stock during the five trading days preceding conversion, subject to a 4.99% beneficial ownership limitation. The note permits prepayment without penalty and provides for an increased interest rate of 18% upon default. As of September 30, 2026, accrued interest totaled approximately $241, resulting in an outstanding balance of approximately $20,241.

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. (Please ensure that these descriptions are updated on the Company’s Profile on www.otcmarkets.com).

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

BitFrontier Capital Holdings, Inc., doing business as UNLOCKD, Inc. (“UNLOCKD” or the “Company”), is a publicly traded holding company pursuing the development of a diversified health, wellness, longevity, and human-optimization platform. The Company's strategy encompasses the acquisition, development, integration, and commercialization of consumer wellness brands, functional nutrition products, proprietary technologies, and health and longevity-focused operating businesses.

As of September 30, 2026, the Company's principal operating activities consisted of the ownership and operation of VerdaGenix, LLC d/b/a Ancient Extracts USA, a revenue-generating consumer wellness business, together with the management and ongoing commercialization development of its acquired EVERMIND intellectual property and brand assets. The Company generates operating revenue principally through sales of Ancient Extracts USA products. Its broader strategy includes the acquisition and integration of additional revenue-generating businesses, wellness technologies, and longevity-focused operating assets, certain of which remained subject to proposed transactions as of the reporting date.

UNLOCKD's business model is designed to combine revenue-generating operating companies with differentiated intellectual property, established consumer brands, and complementary service businesses under a coordinated corporate platform. Management believes this approach offers opportunities to accelerate growth through strategic acquisitions, operational integration, expanded distribution, product innovation, and the development of repeatable business models capable of supporting operations across multiple markets.

The Company's long-term strategy is organized around three complementary areas of commercial opportunity: consumer wellness products and brands; health and wellness technologies; and physical wellness, longevity, and human-optimization centers. Management believes these businesses may create opportunities for commercial collaboration, including consumer product distribution through wellness facilities, the development of proprietary products, and the integration of technology-enabled health and performance services.

Consumer Wellness Brands and Intellectual Property

On December 31, 2025, the Company completed its acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND, including proprietary formulations, intellectual property, trademarks, research materials, and related brand assets. EVERMIND is a physician-founded cognitive wellness platform that management intends to commercialize through functional nutrition and beverage products, including potential applications in functional coffee creamers, powdered beverages, and other consumer formats.

On May 13, 2026, the Company completed its acquisition of VerdaGenix, LLC, doing business as Ancient Extracts USA, establishing a wholly owned, revenue-generating operating subsidiary. Ancient Extracts USA develops, markets, and distributes functional mushroom products, botanical wellness products, adaptogens, specialty beverages, and complementary wellness products through direct-to-consumer, wholesale, and retail channels.

The VerdaGenix acquisition provided the Company with existing commercial operations, a diversified product portfolio, intellectual property, supplier relationships, digital marketing infrastructure, and opportunities for domestic and international expansion.

A significant strategic consideration underlying the acquisition was VerdaGenix's existing commercial relationship with Ancient Extracts Ltd., operating as Ancient Extracts UK. That relationship included a conditional contractual right to pursue a future acquisition of the UK business. Management considered the potential to combine the US and UK operations an important component of the acquisition rationale, including its decision to assume and restructure certain existing VerdaGenix obligations.

Ancient Extracts UK operates an established direct-to-consumer functional wellness business with an existing customer base, recurring subscription revenue, product-development capabilities, and digital marketing infrastructure. Based on the most recently reported preliminary, unaudited information provided by Ancient Extracts UK management, the business generates approximately $77,000 in monthly revenue, representing an annualized revenue run rate of approximately $920,000, approaching $1 million annually. The reported business also maintains approximately 75% gross margins and an established recurring subscription customer base.

Management believes the potential combination of Ancient Extracts USA and Ancient Extracts UK could materially expand the Company's consolidated revenue base, geographic presence, product offerings, and commercial capabilities. The contemplated integration would provide opportunities to coordinate product development, sourcing, customer acquisition, e-commerce, wholesale distribution, and international market expansion.

The Company does not presently own Ancient Extracts UK, and its historical revenue and operating results are not included in the Company's consolidated financial statements for the quarter ended September 30, 2026. The proposed acquisition remains subject to applicable transaction agreements, financing, due diligence, audit requirements, regulatory and corporate approvals, and other closing conditions.

Health, Wellness, Longevity, and Human-Optimization Platform

In addition to consumer products, the Company is pursuing opportunities involving health and wellness technologies, longevity services, and physical wellness centers.

On September 22, 2026, the Company entered into a binding Letter of Intent with NEXT10, Inc. (OTCID: NXTN) contemplating a staged strategic transaction under which NEXT10 would contribute agreed revenue-producing businesses and operating assets to BFCH in exchange for an equity ownership position. The contemplated structure provides for an initial noncontrolling investment, with the potential for subsequent ownership expansion subject to additional conditions and definitive agreements. The parties intend for BFCH to remain a separately existing, publicly traded company.

A principal objective of the proposed NEXT10 relationship is to expand UNLOCKD beyond consumer products into a broader operating platform incorporating wellness centers, longevity-focused services, and complementary health technologies. Management believes these businesses could provide recurring service revenue, opportunities for geographic expansion, and additional channels for the Company's consumer wellness products.

The contemplated wellness-center strategy emphasizes the development of a standardized, replicable operating model under a coordinated master brand. Such a model could incorporate preventive wellness services, longevity-oriented programs, health assessment technologies, and complementary consumer products, subject to applicable professional licensing, clinical oversight, regulatory requirements, and commercial feasibility.

Management believes a coordinated operating model could offer opportunities to establish additional locations through direct ownership, strategic partnerships, acquisitions, or other commercially appropriate structures. The objective is to develop a recognizable wellness platform capable of maintaining consistent service standards, operational processes, brand positioning, and customer experience across multiple locations.

The Company also intends to evaluate complementary health technologies, including diagnostic and assessment tools, digital health applications, biometric monitoring, and other technologies supporting wellness, longevity, and human optimization. These initiatives remain prospective and are dependent upon identifying suitable technologies, obtaining necessary rights and approvals, securing financing, and establishing commercially viable operating arrangements.

The NEXT10 transaction had not closed as of September 30, 2026. Accordingly, the proposed wellness-center operations and other assets contemplated for contribution by NEXT10 are not included in the Company's consolidated operating results for the reporting period. There can be no assurance that the proposed transaction will close, that particular assets will be contributed, or that the contemplated wellness-center strategy will be successfully implemented.

Integrated Growth Strategy

Management believes UNLOCKD's potential competitive differentiation lies in the integration of complementary operating businesses rather than reliance upon a single consumer product category or revenue source.

Consumer wellness brands may benefit from expanded distribution through digital commerce, wholesale channels, and future physical wellness locations. Wellness centers may benefit from proprietary consumer products, coordinated branding, technology-enabled services, and centralized operating resources. Health technologies may provide additional opportunities for differentiated services, customer engagement, and recurring revenue.

The Company intends to pursue a disciplined acquisition and commercialization strategy emphasizing existing revenue, identifiable intellectual property, established customer relationships, attractive operating economics, and opportunities for expansion through shared infrastructure and coordinated management.

Management's objective is to build a diversified operating enterprise capable of generating revenue across consumer products, health and wellness services, and complementary technologies, while creating opportunities for operational efficiencies, geographic expansion, and long-term enterprise value creation.

The Company's strategy remains subject to substantial execution, financing, integration, competitive, and regulatory risks. Certain contemplated acquisitions, business combinations, product launches, and wellness-center initiatives have not been completed and may not be completed on the terms currently contemplated or at all. The Company cannot assure investors that anticipated operating efficiencies, revenue growth, geographic expansion, or other strategic benefits will be realized.

B. List any subsidiaries, parent company, or affiliated companies.

VerdaGenix, LLC d/b/a Ancient Extracts USA: A wholly owned operating subsidiary acquired by the Company on May 13, 2026. Ancient Extracts USA develops, markets, and distributes functional mushroom products, botanical

wellness products, adaptogens, functional beverages, and related consumer wellness products through direct-to-consumer, wholesale, and other distribution channels. VerdaGenix represents the Company's principal revenue-generating operating subsidiary as of September 30, 2026.

EVERMIND™: On December 31, 2025, the Company acquired substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND, including intellectual property, proprietary formulations, trademarks, brand assets, research materials, and related commercialization rights. The acquisition was structured as an asset purchase rather than an acquisition of the legal entity. Accordingly, EVERMIND is an owned brand and intellectual-property platform, and ERApeutics, LLC is not a subsidiary of the Company.

Liquid Immersion LLC: A legacy subsidiary associated with the Company's former cryptocurrency-mining and related infrastructure activities. The entity is inactive and in the process of administrative dissolution.

TelesisIT LLC: A legacy subsidiary associated with the Company's former business activities. The entity is inactive and in the process of administrative dissolution.

Other Strategic Relationships and Proposed Acquisitions: The Company maintains strategic relationships and is evaluating proposed transactions involving Ancient Extracts Ltd. (Ancient Extracts UK) and NEXT10, Inc. (OTCID: NXTN). Neither entity was owned or controlled by the Company as of September 30, 2026, and neither is included in the Company's consolidated financial statements for the reporting period. These relationships and proposed transactions are described in Section 4(A) and elsewhere in this report.

Parent Company: The Company does not have a parent company.

C. Describe the issuers' principal products or services.

The Company's principal revenue-generating operations are conducted through VerdaGenix, LLC d/b/a Ancient Extracts USA, which develops, markets, and distributes functional wellness products, including functional mushrooms, adaptogens, botanical ingredients, and specialty beverages. Its product portfolio includes Morning Magic mushroom coffee, Shilajit resin, ceremonial matcha, Pink Tea, ube powder, ashwagandha, cacao-based products, and other functional wellness offerings. Products are sold through direct-to-consumer e-commerce, wholesale relationships, and other distribution channels, including Amazon. The Company is pursuing additional retail distribution and product formats, including single-serve functional coffee.

The Company also owns the EVERMIND™ intellectual property and brand platform, encompassing proprietary formulations, trademarks, research materials, and related commercialization assets focused on cognitive wellness and functional nutrition. Management is developing potential applications in functional beverages, coffee creamers, and complementary consumer products.

Beyond its existing consumer products business, the Company is pursuing the acquisition and development of longevity-focused wellness services and health technologies. Through its proposed strategic combination with NEXT10, Inc., management intends to establish a scalable, replicable wellness-center model under a unified master brand, incorporating complementary health, longevity, and human-optimization services.

The Company is also pursuing the acquisition of Ancient Extracts UK, an established functional wellness business with approximately $1 million in annualized revenue. Neither the contemplated UK acquisition nor the proposed NEXT10 asset contributions had closed as of September 30, 2026, and their respective operations are not included in the Company's consolidated financial results for the reporting period.

5) Issuer's Facilities

The Company's principal executive offices are located at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603, where it conducts corporate administration, management, financial oversight, investor relations, and related activities.

The Company's wholly owned subsidiary, VerdaGenix, LLC d/b/a Ancient Extracts USA, utilizes third-party manufacturing, warehousing, fulfillment, and logistics providers to support its consumer wellness operations. This asset-light operating model allows the Company to utilize external production and distribution infrastructure without the capital expenditures associated with owning and maintaining dedicated manufacturing facilities.

The Company does not own any material real property. It continues to hold certain legacy cryptocurrency-mining servers and related equipment from its former operations, which are not material to its current business activities. Management continues to evaluate the potential disposition or alternative use of these assets.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

As of the period ended September 30, 2026, the following individuals are officers, directors, or beneficial holders of more than 5% of any class of the Company's securities. Beneficial ownership determinations are made pursuant to **Exchange Act Rule 13d-3(d)(1)**, which includes the right to acquire securities within 60 days.

The following table identifies the Company's officers, directors, control persons, and significant security holders as of September 30, 2026. Additional information concerning ownership, voting control, convertible securities, and equity compensation is provided in the accompanying explanatory notes.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of Shares Owned	Share Type/Class	Ownership Percentage of Class Outstanding	Names of Control Person(s) if a Corporate Entity
Jordan P. Balencic, D.O.	Chairman, Chief Science Officer, Secretary, Director and Controlling Shareholder	Lancaster, PA	51	Series D Preferred	100%	Individual ownership
Jordan P. Balencic, D.O.	Chairman, Chief Science Officer, Secretary, Director and Controlling Shareholder	Lancaster, PA	413,043,750	Common Stock	15.94%	Individual ownership
John P. Gorst	President, Chief Executive Officer and Director	Nogales, AZ	0 issued*	Common Stock	0% issued*	Individual ownership
Jamie Leigh Jarrett	Director	United Kingdom	56,250,000	Common Stock	2.17%	Individual ownership

Jeffrey Mutual	Convertible noteholder; potential beneficial holder	MI/USA	Up to 200,000,000 on conversion**	Common Stock (on conversion)	See Note 4**	Individual ownership
Grace Joseph Strategies LLC	Holder of more than 5% of Common Stock	New York, NY	130,000,000	Common Stock	5.02%	David Pinkowitz — Control Person
Tom Corker	Holder of more than 5% of Series C Preferred	Boise, ID	3,750,000	Series C Preferred	25.86%	Individual ownership
Tom Ellison	Holder of more than 5% of Series C Preferred	Corinth, TX	3,750,000	Series C Preferred	25.86%	Individual ownership
Jason Holcomb	Holder of more than 5% of Series C Preferred	Little Elm, TX	3,750,000	Series C Preferred	25.86%	Individual ownership
Brian Althizer	Holder of more than 5% of Series C Preferred	Vanceboro, NC	1,250,000	Series C Preferred	8.62%	Individual ownership
Sam Clark	Holder of more than 5% of Series C Preferred	Xenia, OH	1,000,000	Series C Preferred	6.90%	Individual ownership
Calvin Shanks	Holder of more than 5% of Series C Preferred	New Bern, NC	1,000,000	Series C Preferred	6.90%	Individual ownership

Explanatory Notes to Section 6 — Officers, Directors, and Control Persons

Note 1 — Basis of Ownership Disclosure

The ownership information presented in the preceding table reflects the Company's officers, directors, control persons, and significant security holders as of September 30, 2026. Common Stock ownership percentages are calculated using 2,591,241,595 shares of Common Stock reported as issued and outstanding as of the reporting date. Preferred Stock ownership percentages are calculated separately for each applicable class.

The table distinguishes issued and outstanding securities from contractual rights to receive additional securities. Certain unissued equity awards and convertible securities are described below. The ownership percentages presented for issued shares do not necessarily represent total beneficial ownership under Rule 13d-3 of the Securities Exchange Act of 1934, including securities that a holder has the right to acquire within 60 days.

Note 2 — Series D Preferred Stock and Voting Control

On July 21, 2025, Jordan P. Balencic, D.O. acquired all 51 outstanding shares of the Company's Series D Preferred Stock pursuant to a Change of Control Agreement with former Chief Executive Officer Andrew Gilton II.

The Series D Preferred Stock collectively represents 51% of the Company's total voting power. Accordingly, Dr. Balencic owns 100% of the outstanding Series D Preferred Stock and remains the Company's controlling shareholder.

As of September 30, 2026, Dr. Balencic served as Chairman of the Board, Chief Science Officer, Secretary, and a director of the Company.

Note 3 — Executive Common Stock Ownership and Compensation (*)

On June 9, 2026, the Board of Directors approved separate executive equity awards of 200,000,000 restricted shares of Common Stock each to Jordan P. Balencic, D.O. and John P. Gorst. The awards were approved as compensation for executive services and were described as fully earned, vested, nonforfeitable, and irrevocably owed. Neither award had been issued as of September 30, 2026.

Separately, on June 9, 2026, the Board approved a 200,000,000-share restricted Common Stock settlement award to Dr. Balencic in connection with the termination and replacement of his prior executive compensation arrangement and compensation for services rendered from July 21, 2025, through May 15, 2026. The settlement shares were issued on July 14, 2026 and are included in his reported Common Stock ownership. This settlement award is distinct from the separate executive equity grant described above.

Dr. Balencic's 413,043,750 issued Common shares consist of 10,323,750 shares acquired through the Company's 2025 seed financing, 202,720,000 shares received in connection with the EVERMIND asset acquisition, and 200,000,000 shares issued pursuant to the settlement of his prior executive compensation arrangement.

As of September 30, 2026, Mr. Gorst held no issued Common shares. However, pursuant to the June 9, 2026 executive equity authorization, he was entitled to receive 200,000,000 restricted Common shares as executive compensation.

The separate executive equity awards to Dr. Balencic and Mr. Gorst remained unissued as of September 30, 2026, and are excluded from the Company's reported issued and outstanding Common Stock.

Note 4 — Jeffrey Mutual Convertible Promissory Note (**)

On July 24, 2025, the Company entered into an Amended and Restated Convertible Note Agreement with Jeffrey Mutual, restructuring certain historical convertible obligations.

The amended agreement provides for a fixed conversion price of $0.01 per Common share, a maximum aggregate issuance of 200,000,000 Common shares, and a 9.9% beneficial ownership limitation.

As indicated by the double asterisk (**) in the preceding table, the maximum potential issuance of 200,000,000 Common shares represents a contractual conversion ceiling and does not establish that such shares were issued or beneficially owned by Mr. Mutual as of September 30, 2026. Any beneficial ownership attributable to the conversion rights is subject to the agreement's terms and applicable beneficial ownership rules.

Note 5 — Executive Series F Preferred Stock Compensation

Pursuant to executive employment agreements dated June 14, 2026, effective May 15, 2026, Jordan P. Balencic, D.O. and John P. Gorst were each contractually entitled to receive 2,000,000 shares of Series F Preferred Stock as executive signing compensation.

On September 30, 2026, the Board approved an additional 2,000,000 shares of Series F Preferred Stock for each executive in substitution for previously earned 50,000,000-share restricted Common Stock awards associated with qualification of the Company's Regulation A offering.

The substitution was intended to preserve Common Stock availability for ongoing capital formation and strategic transactions while maintaining equity-based executive compensation. Under the September 30 resolutions, the applicable 50,000,000-share Common Stock milestone award is deemed satisfied upon issuance of the substituted Series F Preferred Stock.

Accordingly, as of September 30, 2026, each executive had contractual or Board-authorized rights relating to an aggregate of 4,000,000 shares of Series F Preferred Stock under these two arrangements, representing 8,000,000 shares collectively.

The Series F Preferred Stock is convertible into Common Stock at a ratio of one preferred share for two Common shares, subject to the applicable Certificate of Designation. No shares had been issued pursuant to these awards as of September 30, 2026, and the awards are excluded from the Company's issued and outstanding share totals.

These arrangements are separate from the executive Common Stock awards described in Note 3.

Note 6 — Director Appointment and Equity Compensation: Jamie Leigh Jarrett

Effective July 27, 2026, Jamie Leigh Jarrett, Co-Founder of Ancient Extracts UK, was appointed to the Company's Board of Directors.

Mr. Jarrett received 56,250,000 restricted Common shares in connection with the Company's acquisition of VerdaGenix, LLC. These shares are included in his reported Common Stock ownership in the preceding table.

On September 30, 2026, the Board separately approved and authorized the issuance of 50,000,000 restricted Common shares to Mr. Jarrett as equity compensation for his appointment and service as a director.

The additional award is separate from the shares issued as acquisition consideration. The director compensation shares remained unissued as of September 30, 2026 and are excluded from the Company's reported outstanding Common Stock.

Note 7 — Series C Preferred Stock Ownership and Historical Equity Review

As of September 30, 2026, the Company reported 14,500,000 shares of Series C Convertible Preferred Stock issued and outstanding, held by Tom Corker, Tom Ellison, Jason Holcomb, Brian Althizer, Sam Clark, and Calvin Shanks.

The Company's current management is reviewing historical agreements and corporate records relating to the issuance of these securities, including employment, service, performance, and vesting requirements applicable to the original recipients. Management has identified potential failures to satisfy contractual conditions associated with these historical equity awards.

Based upon its review of the Company's historical records, management intends to pursue available contractual, corporate, and legal remedies to recover and cancel Series C Preferred shares determined to have been improperly earned, issued, or retained, including appropriate measures concerning conversion rights where legally permissible.

The Company considers the resolution of these historical equity matters an important component of its ongoing corporate governance, capitalization, and shareholder protection initiatives. Any cancellation or restriction of outstanding securities remains subject to the applicable governing documents, contractual rights, and legal requirements.

Note 8 — Significant Common Stockholders

Grace Joseph Strategies LLC is identified in the preceding table as the holder of 130,000,000 Common shares, representing approximately 5.02% of the Company's reported 2,591,241,595 outstanding Common shares as of September 30, 2026. David Pinkowitz is identified as the control person of Grace Joseph Strategies LLC.

The Company has also issued securities to other investors, acquisition counterparties, and financing participants, as described elsewhere in this report. Inclusion in the preceding table is based upon the applicable officer, director, control-person, or greater-than-five-percent ownership criteria.

Note 9 — Investor Relations Consulting Agreement: Kevin Sakser

On August 26, 2026, the Company entered into a one-year Management Consulting Agreement with Kevin Sakser, an independent contractor, to provide advisory services involving investor relations, shareholder awareness, corporate financial structures, and identification of potential acquisition opportunities.

The agreement provides for an $8,500 retainer and compensation consisting of 100,000,000 restricted Common shares following execution, subject to a contractual 9.9% beneficial ownership limitation.

The agreement excludes securities offering and capital-raising services and activities intended to maintain a market for the Company's securities.

The 100,000,000 restricted Common shares remained unissued as of September 30, 2026 and are excluded from the Company's reported outstanding Common Stock. Mr. Sakser was not an officer or director of the Company.

Note 10 — Unissued Equity Awards, Subsequent Executive Compensation Arrangements, and Potential Dilution

As of September 30, 2026, the Company had outstanding contractual commitments and Board-approved equity compensation arrangements involving Common Stock and Series F Preferred Stock that had not yet resulted in the issuance of securities.

These arrangements included executive Common Stock awards, executive Series F Preferred Stock awards, director compensation payable to Jamie Leigh Jarrett, and consulting compensation payable to Kevin Sakser, as described in the preceding notes.

Subsequent Executive Equity Compensation Arrangements

Following September 30, 2026, the Company continued evaluating its executive equity compensation structure in connection with its ongoing capital formation activities, acquisition strategy, and broader capitalization objectives.

On October 27, 2026, the Company completed its acquisition of the 1ENERGY brand assets, representing its third completed acquisition. In connection with this milestone, an additional executive equity compensation arrangement was contemplated involving the substitution of 2,000,000 Series F Preferred shares for a previously established 50,000,000-share Common Stock performance award for each of Dr. Balencic and Mr. Gorst, subject to the applicable Board authorization and governing terms.

Separately, subsequent to the reporting period, management and the executives reached an agreement in principle to restructure the outstanding June 9, 2026 executive Common Stock awards through the voluntary substitution of Series F Preferred Stock.

Under the contemplated arrangement, each executive would accept 4,000,000 shares of Series F Preferred Stock in full satisfaction of his previously approved but unissued award of 200,000,000 restricted Common shares. Collectively, the proposed substitution would replace 400,000,000 unissued Common shares with 8,000,000 Series F Preferred shares, representing 16,000,000 Common shares at the stated conversion ratio, subject to the governing terms of the Series F Preferred Stock.

Management believes that utilizing preferred equity for selected executive compensation arrangements may provide a more efficient means of managing the Company's authorized capital, preserving Common Stock availability for financing and strategic transactions, and limiting potential dilution associated with executive compensation.

The proposed substitution remains subject to formal Board approval, documentation of the executives' consent, and satisfaction of applicable corporate requirements. Until the substitution becomes effective, the original Common Stock awards remain outstanding in accordance with their governing terms.

Upon completion of the contemplated executive compensation arrangements, each executive would have rights relating to an aggregate of 10,000,000 Series F Preferred shares, consisting of 2,000,000 shares under the executive employment agreements, 2,000,000 shares associated with the Regulation A milestone substitution, 2,000,000 shares associated with the third-acquisition milestone substitution, and 4,000,000 shares associated with the proposed restructuring of the June 9 executive Common Stock awards.

The foregoing subsequent arrangements do not alter the number of securities issued and outstanding as of September 30, 2026.

The future issuance or conversion of these securities, together with Common Stock potentially issuable under outstanding convertible instruments and other compensation arrangements, may increase the number of outstanding Common shares and result in dilution to existing shareholders. The accounting recognition, measurement, and presentation of equity compensation obligations are determined separately from the legal issuance status of the underlying securities in accordance with applicable accounting principles.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   N/A

2. Been the subject of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

   N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

   N/A

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

   N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

   N/A

7. To the Company's knowledge, after due inquiry, none of its officers, directors, or control persons have been the subject of the foregoing matters. The absence of any such history was a factor supporting new management's decision to assume leadership of the Company.

   To the Company's knowledge, after due inquiry, none of the persons or entities identified in Section 6 above has been the subject of any of the proceedings, orders, judgments, findings, disciplinary actions, regulatory matters, or other events described in Items 7(A)(1) through 7(A)(6).

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

   The Company is not, and none of its subsidiaries are, parties to any material pending legal proceedings, nor is management aware of any such proceedings contemplated by governmental authorities. The Company is not aware of any threatened litigation or administrative actions that could materially affect its financial condition or operations.

8) Third Party Service Providers

Provide the name, address, telephone number, and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

The Company's quarterly and annual financial statements are prepared internally by management with assistance from accounting and financial-reporting service providers and are unaudited. No independent accountant or PCAOB-registered audit firm was engaged to review or audit the financial statements included in this report.

Investor Relations

The Company manages its investor communications, shareholder inquiries, and corporate disclosures internally. The Company also engages an independent consultant to provide certain investor-relations advisory and shareholder-awareness services, as further described in Section 6, Note 9. The Company does not currently retain a separate investor-relations or public-relations agency.

All other means of investor communication:

Web: www.unlockdinc.com
X (Twitter): https://x.com/BFCHco
Email: IR@unlockdinc.com
Telephone: +1 (223) 332-4898
Disclosures and periodic reports: www.otcmarkets.com/stock/BFCH/disclosure

Other Service Providers

Provide the name of any other service provider(s) that assisted, advised, prepared, or provided information with respect to this disclosure statement. This includes counsel, broker-dealer(s), advisor(s), consultant(s), or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Douglas B. Vaughn
Firm: Independent Contractor
Nature of Services: Assisted with subsidiary consolidation, financial data compilation, and preparation of this Disclosure Statement.
Address 1: Memphis, Tennessee
Phone: N/A
Email: N/A

9) Financial Statements

A. This Disclosure Statement was prepared by:

Name:	Douglas B. Vaughn
Title:	Accountant / Financial Analyst
Relationship to issuer:	Independent contractor

B. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

C. The financial statements for this reporting period were prepared by (see notes to financials)[2]:

Name:	Douglas B. Vaughn
Title:	Accountant / Financial Analyst
Relationship to Issuer:	Independent contractor
Qualifications:	Certified Management Accountant (retired); experienced in subsidiary consolidation, financial data compilation, financial modeling, and preparation of financial statements under U.S. GAAP.
Scope of Work:	Consolidated subsidiary results with the holding company and prepared draft financial statements for management review and certification.

[2]The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive/Financial Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, John P. Gorst, certify that:

1. I have reviewed this Disclosure Statement for BitFrontier Capital Holdings, Inc. d/b/a UNLOCKD, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/15/2026

/s/ John P. Gorst [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]"

BitFrontier Capital Holdings, Inc.
d/b/a UNLOCKD, Inc.
Consolidated Balance Sheet

	9/30/2026	12/31/2025
Cash	$ 12,538	$ 7,519
Prepaid & Other Assets	$ 6,537	$ -
Accounts Receivable	$ 38,891	$ -
Total Current Assets	$ 57,966	$ 7,519
Verdagenix	$ 140,625	$ -
Trademarks & Formulas	$ 280,000	$ 280,000
Old IT Servers	$ 421,212	$ 421,212
Other L/T Assets	$ -	$ -
Total Other Assets	$ 841,837	$ 701,212
Total assets	**$ 899,803**	**$ 708,731**
Accounts payable	$ 11,230	$ 7,500
Notes Payable	$ -	$ -
Other Current Liabilities	$ 1,879	$ -
Current Liabilities	$ 13,109	$ 7,500
Notes Payable	$ 271,500	$ -
Accrued Int Payable	$ 9,452	$ -
Other Misc Liabilities	$ 82,870	$ -
Long-Term Liabilities	$ 363,822	$ -
Total Liabilities	$ 376,931	$ 7,500
Common Stock	$ 259,241	$ 127,241
Paid In Capital	$ 4,289,762	$ 3,722,637
Preferred Stock	$ 1,450	$ 1,450
Shares Issuable	$ 2,387,500	$ 2,380,000
Retained Earnings	$ (5,973,491)	$ (5,530,097)
Net Income YTD	$ (441,590)	$ -
Equity	$ 522,872	$ 701,231
Total Liabilities & Equity	**$ 899,803**	**$ 708,731**

BitFrontier Capital Holdings, Inc.

d/b/a UNLOCKD, Inc.

Consolidated Income Statement

	Year to Date 30-Sep-26	QTR to Date 30-Sep-26
Beverage Sales	$ 55,286	$ 7,843
Crypto	$ -	$ -
IT Services	$ -	$ -
Other	$ -	$ -
Total revenues	$ 55,286	$ 7,843
Cost of Sales - Beverages	$ 23,038	$ 5,641
Other Cost of Sales	$ -	$ -
Total Cost of Sales	$ 23,038	$ 5,641
Gross Profit	$ 32,248	$ 2,202
Salaries	$ 161,963	$ 161,963
Administration	$ 302,423	$ 88,440
Marketing	$ -	$ -
Interest Expense	$ 9,452	$ 9,452
Total Expense	$ 473,838	$ 259,855
Net profit	$ (441,590)	$ (257,653)

BitFrontier Capital Holdings, Inc.

d/b/a UNLOCKD, Inc.

Consolidated Cash Flow Statement

	Year to Date 30-Sep-26	QTR to Date 30-Sep-26
Net Income	$ (441,590)	$ (257,653)
Adjustments to reconcile		
Changes in A/R and A/P	$ (6,825)	$ -
Changes in Other A/L	$ (16,440)	$ (21,228)
Net Cash From Operations	$ (464,855)	$ (66,002)
Investing Activities		
Beverage Formulas	$ (280,000)	$ -
Other Investments	$ -	$ (140,625)
Net Cash Used Investing	$ (420,625)	$ (140,625)
Financing Activities		
Notes Payable	$ 96,170	$ -
Accrued Int Pay	$ 9,452	$ 9,452
Other Financing	$ 785,136	$ 416,050
Equity Contribution	$ -	$ -
Net Cash From Financing	$ 890,758	$ 425,502

UNLOCKD, Inc.
Consolidated Statements of Stockholders Equity

	Preferred Stock		Common Stock		Shares Issuable		Additional Paid-in	Retained	Total Stockholders
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Earnings	Equity
Balance 12/31/2023	44,750,051	4,475	457,830,708	45,900	-	-	3,553,606	(5,198,650)	(1,307,285)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	$ -	-	$ -	-	-	$ -	$ (11,578)	(11,578)
preferred stock issued **	-	$ -	-	$ -	-	-	$ -	$ 102,256	102,256
Common Stock Issued	-	$ -	93,787,332	$ 9,379	-	-	$ 149,231	$ -	158,610
Purchase of Treasury	-	$ -	-	$ -	-	-	$ -	$ -	-
Dividends/Contributions	-	$ -	-	$ -	-	-	$ -	$ (183,003)	(183,003)
Net Income YTD 2024	-	$ -	-	$ -	-	-	$ -	$ -	$ (48,239)
Balance 12/31/2024	44,750,051	4,475	551,618,040	55,279	-	-	3,702,837	(5,259,360)	(1,289,239)
Net Income YTD 2024								(48,239)	-
Prior Period Adjustment	-	$ -	-	$ -	-	-	$ -	$ (114,002)	(114,002)
preferred stock issued	(30,250,000)	$ (3,025)	-	$ -	-	-	$ -	$ -	(3,025)
Common Stock Issued	-	$ -	719,623,555	$ 71,962	-	-	$ 19,800	$ -	91,762
Shares Issuable	-	$ -	-	$ -	-	2,380,000	$ -	$ -	2,220,709
Dividends/Contributions	-	$ -	-	$ -	-	-	$ -	$ -	-
Net Income YTD 2025	-	$ -	-	$ -	-	-	$ -	$ -	$ (108,496)
Balance 12/31/2025	14,500,051	1,450	1,271,241,595	127,241	-	2,380,000	3,722,637	(5,421,601)	708,731
Net Income YTD 2025								(108,496)	-
Prior Period Adjustment*	-	$ -	-	$ -	-	-	$ -	$ (443,393)	(443,393)
preferred stock issued	-	$ -	-	$ -	-	-	$ -	$ -	-
Common Stock Issued	-	$ -	1,320,000,000	$ 132,000	-	-	$ 567,125	$ -	699,125
Shares Issuable	-	$ -	-	$ -	-	7,500	$ -	$ -	-
Dividends/Contributions	-	$ -	-	$ -	-	-	$ -	$ -	-
Net Income YTD 2026	-	$ -	-	$ -	-	-	$ -	$ -	$ (441,590)
Balance 09/30/2026	14,500,051	1,450	2,591,241,595	259,241	-	2,387,500	4,289,762	(5,973,491)	522,872

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

The following Management's Discussion and Analysis should be read in conjunction with the Company's consolidated financial statements and related notes included elsewhere in this Quarterly Report.

This discussion includes forward-looking statements concerning management's strategic objectives, acquisition opportunities, product commercialization, financing plans, operating expectations, and anticipated business development. Such statements are based upon current expectations and assumptions and involve substantial risks and uncertainties. Actual results may differ materially due to factors including the availability and cost of capital, consumer demand, competition, acquisition execution, integration requirements, regulatory developments, manufacturing and supply-chain conditions, operating expenses, and the Company's ability to achieve commercially sustainable growth.

Overview — Building an Integrated Consumer Wellness and Longevity Platform

The third quarter of 2026 represented an important period in the transformation of BitFrontier Capital Holdings, Inc., doing business as UNLOCKD Inc. ("UNLOCKD" or the "Company"), from a distressed public-company structure into an emerging consumer health and wellness enterprise pursuing a differentiated acquisition and commercialization strategy.

Following the July 21, 2025 change in control, new management undertook a comprehensive effort to address legacy corporate obligations, strengthen governance, acquire commercially relevant assets, and establish a business model capable of supporting future operating growth.

During 2026, the Company's focus increasingly shifted from restructuring and asset acquisition toward commercialization, product innovation, distribution expansion, and the development of strategic relationships intended to support a larger operating enterprise.

As of September 30, 2026, UNLOCKD had completed the acquisition of the EVERMIND intellectual-property and brand platform and the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA. The latter transaction established the Company's principal revenue-generating operating business and provided an existing foundation for e-commerce, product development, fulfillment, supplier relationships, and consumer wellness distribution.

During the third quarter, the Company advanced its functional beverage strategy through the initial production of Morning Magic K-Cup-compatible functional mushroom coffee, expanded Ancient Extracts distribution into nine Mushroom World retail locations, and announced a proposed acquisition of the 1ENERGY consumer brand assets.

The Company also advanced strategic relationships involving Ancient Extracts UK and NEXT10, Inc. ("NEXT10"), which management believes could materially broaden the scope of its future operating activities.

Subsequent to September 30, 2026, UNLOCKD completed its acquisition of 1ENERGY and entered into a binding letter of intent to acquire Ancient Extracts UK, subject to financing, audit, due diligence, definitive documentation, and other closing requirements.

Management believes these developments reflect the emergence of a business strategy extending beyond the traditional acquisition and resale of consumer products.

UNLOCKD's long-term objective is to develop an integrated platform connecting functional consumer packaged goods, recurring consumer relationships, proprietary formulations, digital commerce, and potentially complementary longevity-focused health and wellness services.

Management believes that successfully combining these activities could provide multiple opportunities for revenue generation, customer engagement, product commercialization, and operating expansion.

The Company remains at an early stage of implementing this strategy. Its ultimate scale, financial performance, and ability to complete contemplated transactions will depend upon obtaining capital and executing its business plan.

The Investment Thesis — The Convergence of Consumer Products and Longevity

Management believes the broader health and wellness economy is evolving toward greater consumer interest in proactive health management, functional nutrition, healthy aging, cognitive performance, and products and services intended to support general well-being.

UNLOCKD intends to participate in this opportunity through two complementary operating strategies.

The first is the acquisition and development of consumer wellness brands and businesses offering products intended for regular consumption, including functional beverages, mushroom coffee, adaptogenic products, and related wellness formulations.

The second is the potential expansion into longevity-oriented wellness services, physical wellness centers, and complementary health-focused operating businesses through strategic acquisitions and combinations, including the contemplated NEXT10 relationship.

Management believes these strategies may become mutually reinforcing.

Consumer products can provide recurring purchasing opportunities, direct customer relationships, brand awareness, and distribution across e-commerce and retail channels. Wellness services, if successfully acquired or developed, could provide additional customer touchpoints, differentiated service revenue, and opportunities for appropriate cross-promotion of complementary consumer products.

Conversely, established consumer brands and digital marketing capabilities could potentially introduce customers to additional products and services within a broader wellness platform.

The Company believes that an integrated model could ultimately offer a more diversified commercial opportunity than a business dependent upon a single brand, product category, or distribution channel.

Importantly, these potential synergies are strategic objectives rather than established operating results. UNLOCKD has not yet demonstrated an integrated consumer-products and longevity-services operating model, and the contemplated NEXT10 transaction remains subject to completion.

Management's acquisition philosophy is summarized as: ***Acquire. Reposition. Reactivate. Scale.***

The objective is not simply to accumulate brands. Rather, UNLOCKD seeks to identify assets and operating businesses that may become more commercially valuable through improved capitalization, product development, coordinated management, expanded distribution, and access to complementary operating infrastructure.

Ancient Extracts USA — The Foundation of Operating Growth

Ancient Extracts USA, operated through the Company's wholly owned subsidiary VerdaGenix, LLC, represents UNLOCKD's principal revenue-generating consumer wellness business as of September 30, 2026.

The Company completed the acquisition effective May 13, 2026.

Ancient Extracts offers a diversified portfolio of functional mushroom products, botanical wellness products, adaptogens, ceremonial matcha, Himalayan Shilajit, functional coffee, specialty beverages, and related wellness offerings.

The business provides UNLOCKD with an established consumer brand, operating products, e-commerce capabilities, supplier relationships, fulfillment infrastructure, and an existing commercial foundation upon which management intends to build.

Management views Ancient Extracts as more than an individual consumer brand. The acquisition provides operating capabilities that may be useful in commercializing additional products and intellectual property across the Company's broader portfolio.

These capabilities include product sourcing, digital merchandising, customer acquisition, manufacturing coordination, order fulfillment, and relationships with commercial partners.

Management believes the ability to share selected resources across multiple brands may improve capital efficiency and reduce the duplication of certain operating expenses as the business expands.

However, the realization of such efficiencies will depend upon the successful integration of acquired assets, the availability of working capital, and the commercial performance of individual products.

Functional Beverages and Everyday Consumer Habits

Management believes one of the more attractive opportunities within functional wellness involves incorporating differentiated ingredients into familiar, regularly consumed products.

Rather than relying exclusively upon specialty supplements or occasional wellness purchases, UNLOCKD is increasingly emphasizing product formats that may fit naturally into established daily routines.

Coffee represents one such opportunity.

On August 20, 2026, the Company announced completion of the initial production run of Morning Magic functional mushroom coffee in K-Cup-compatible single-serve format.

The product was developed to combine the convenience of an established coffee-consumption format with ingredients associated with the functional wellness category.

Management believes single-serve coffee products may offer opportunities for recurring purchases and distribution through channels that extend beyond conventional wellness e-commerce.

Potential channels include Amazon and other marketplaces, specialty retail, office coffee programs, wholesale accounts, and direct-to-consumer subscriptions.

At the time of the announcement, Ancient Extracts USA had expanded to approximately 72 stock-keeping units, including individual products and bundles.

Management intends to evaluate the commercial performance of these products based upon actual consumer demand, repeat purchasing, gross margins, manufacturing costs, fulfillment expenses, customer acquisition, and inventory requirements.

The Company believes successful commercialization of convenient functional beverage formats could become an important component of its long-term consumer-products strategy.

Ancient Extracts UK — A Potential Catalyst for International Operating Scale

Management considers the proposed acquisition of Ancient Extracts Ltd., operating as Ancient Extracts UK, among the Company's most significant near-term strategic opportunities.

Unlike the acquisition of an undeveloped brand or intellectual-property portfolio, the contemplated transaction involves an existing operating business with reported revenue, established customers, recurring subscriptions, and digital commerce infrastructure.

The relationship between Ancient Extracts USA and Ancient Extracts UK predates UNLOCKD's proposed acquisition. Following the May 2026 acquisition of VerdaGenix, management continued evaluating opportunities to strengthen commercial coordination between the American and British businesses.

On July 27, 2026, Jamie Leigh Jarrett, Co-Founder of Ancient Extracts UK, was appointed to UNLOCKD's Board of Directors.

Management believes this appointment strengthened the relationship between the businesses and added operating experience relevant to the Company's consumer wellness and international expansion strategy.

Subsequent to September 30, 2026, UNLOCKD entered into a binding letter of intent dated October 26, 2026, to acquire 100% of Ancient Extracts Ltd. The proposed transaction was publicly announced on November 3, 2026.

The contemplated consideration includes approximately $1.8 million in restricted BFCH Common Stock, together with additional founder management equity, performance-based incentives, financing-linked cash consideration, and continuing employment arrangements.

Closing is conditioned upon the Company raising at least $500,000 in qualifying financing, completion of an acceptable financial audit, satisfactory due diligence, required approvals, and execution of definitive agreements.

The agreement also includes a 120-day exclusivity period.

Preliminary Operating Profile

Based upon preliminary, unaudited information provided by Ancient Extracts UK management and publicly discussed by UNLOCKD on November 5, 2026, Ancient Extracts UK reported the following operating metrics:

Metric	Preliminary Reported Amount
Recent monthly revenue	Approximately $77,000
Annualized revenue run rate	Approximately $920,000
Gross margin	Approximately 75%
Active subscribers	Approximately 540
Annualized subscription revenue	Nearly $240,000
Average order value	Approximately $44
Customer lifetime revenue value	Approximately $200
Returning customer rate	Approximately 37%
Shopify conversion rate	Approximately 3.3%
TikTok customer acquisition cost	Approximately $5

Management believes these preliminary metrics, if verified and sustained, indicate an established consumer business with recurring customer relationships, digital marketing capabilities, and opportunities for additional commercialization.

The reported subscription revenue is particularly relevant to management's strategy because recurring customer relationships may provide greater visibility into purchasing behavior and opportunities for customer retention than isolated, one-time transactions.

The reported gross margin may also provide opportunities to support marketing, product development, and operating expansion, although the business must generate sufficient gross profit to cover all operating expenses.

According to preliminary management information, Ancient Extracts UK was operating at approximately breakeven.

All financial and operating metrics attributed to Ancient Extracts UK are preliminary, unaudited, management-provided, and subject to verification through the acquisition diligence and audit process.

The annualized revenue run rate is an extrapolation of recent monthly revenue and does not represent audited trailing-twelve-month revenue or a forecast of future results. The reported customer acquisition cost relates to a specific marketing channel and should not be interpreted as the business's overall customer acquisition cost.

Ancient Extracts UK was not owned or consolidated by UNLOCKD as of September 30, 2026. Accordingly, its revenue, assets, liabilities, and operating results are not included in the Company's consolidated financial statements for the reporting period.

Strategic Rationale for Combining U.S. and UK Operations

Management believes the potential combination of Ancient Extracts USA and Ancient Extracts UK could create a more substantial operating foundation than either business currently provides independently.

Ancient Extracts USA contributes a U.S. operating platform, product-development initiatives, specialty retail relationships, and opportunities for expanded domestic distribution.

Ancient Extracts UK would contribute an existing British revenue base, subscription customers, direct-to-consumer infrastructure, established products, and digital marketing experience.

If the acquisition is completed, management intends to evaluate opportunities to coordinate product development, sourcing, manufacturing, digital marketing, customer acquisition, subscription programs, and distribution across the two markets.

The Company also believes the combination could provide a foundation for evaluating expansion into additional geographic markets.

Management views the proposed transaction as an opportunity to acquire an existing operating business rather than relying exclusively upon internally developed products to generate future revenue growth.

Nevertheless, the transaction remains subject to significant financing, audit, diligence, integration, regulatory, and execution risks. There can be no assurance that it will close or achieve anticipated financial or operational benefits.

EVERMIND — Proprietary Intellectual Property and Functional Product Development

UNLOCKD acquired substantially all operating assets associated with EVERMIND effective December 31, 2025.

The acquired assets include intellectual property, formulations, trademarks, brand assets, research materials, and related commercialization resources.

EVERMIND was developed around cognitive wellness, functional nutrition, and products intended to support general wellness, focus, and daily performance.

Management believes the acquired intellectual property provides opportunities for product development within the Company's broader consumer wellness portfolio.

Potential applications include functional coffee creamers, powdered beverage products, beverage enhancers, nootropic wellness products, adaptogenic formulations, and selected ingredient integrations within complementary Ancient Extracts products.

Management is evaluating opportunities to commercialize EVERMIND through existing and prospective operating infrastructure rather than establishing an entirely separate manufacturing, distribution, and marketing organization for each product concept.

The Company believes this approach may provide opportunities for more efficient capital allocation and coordinated product development.

EVERMIND remains principally an intellectual-property and product-development platform. Additional capital, formulation work, manufacturing, regulatory review, marketing, and distribution will be required for future commercialization initiatives.

No assurance can be provided regarding the timing or commercial success of future EVERMIND products.

1ENERGY — Expanding the Functional Beverage Portfolio

On September 15, 2026, UNLOCKD announced a binding letter of intent with XSBEV LLC and Christian Struzan to acquire substantially all assets associated with the 1ENERGY functional energy-shot brand and consumer product platform.

The acquisition was completed on October 27, 2026, subsequent to the reporting period.

The acquired assets include brand intellectual property, formulations, product-development materials, packaging and creative assets, digital properties, manufacturing information, supplier relationships, and related commercialization resources.

Management believes 1ENERGY provides an opportunity to participate in the convenient functional beverage and energy-shot category through a differentiated consumer brand.

The Company intends to evaluate cannabinoid-free formulations incorporating selected functional ingredients consistent with its broader wellness strategy, potentially including functional mushrooms, adaptogens, and nootropic ingredients.

The brand's existing positioning, "Energy Without the Edge," provides a foundation for evaluating future product development and marketing.

Following completion of the transaction, 1ENERGY became the Company's third acquired consumer wellness brand or platform, joining Ancient Extracts USA and EVERMIND.

Management believes these acquisitions establish a portfolio spanning functional mushroom products, cognitive wellness formulations, functional coffee, and potential energy-shot products.

The Company does not currently attribute material operating revenue to 1ENERGY. Commercialization will require additional development, capital, manufacturing, regulatory review, and distribution.

The acquisition closing occurred after September 30, 2026, and therefore does not represent a completed acquisition within the third-quarter financial statements.

NEXT10 (OTCID: NXTN) — The Potential Expansion Into Longevity and Wellness Services

Management believes the contemplated strategic relationship with NEXT10, Inc. could represent an important evolution of UNLOCKD's long-term business model.

On September 23, 2026, the Company announced a binding letter of intent with NEXT10 contemplating a strategic transaction intended to expand UNLOCKD's health, wellness, and longevity platform.

The contemplated transaction framework includes the contribution of agreed operating businesses and assets by NEXT10 and an initial noncontrolling ownership position in BFCH of up to 49%, together with representation on the Company's Board of Directors.

The transaction framework references a valuation of $0.0004 per issued and outstanding BFCH Common share.

Management's strategic interest in NEXT10 extends beyond the potential addition of operating assets.

The proposed relationship reflects a broader objective to connect consumer wellness products with complementary health and wellness services, including potential physical wellness centers, longevity-focused services, and related health-oriented businesses.

Management believes these activities could create additional opportunities for customer engagement and revenue diversification.

Connecting Consumer Wellness Products With Services

Consumer packaged goods and wellness services generally operate through different business models.

Consumer products may generate revenue through repeated purchases across digital and physical distribution channels.

Wellness service businesses may generate revenue through appointments, memberships, recurring programs, and other service relationships, depending upon their operating models.

Management believes a coordinated platform incorporating both categories could potentially create opportunities for customer referrals, complementary product offerings, shared brand awareness, and broader consumer relationships.

For example, a consumer introduced to UNLOCKD through a functional beverage brand might, in the future, become interested in complementary wellness services. Similarly, a customer of a wellness center might be introduced to appropriate consumer wellness products offered by the Company's brands.

These examples illustrate the proposed commercial strategy and do not represent existing customer programs, established referral relationships, or demonstrated operating synergies.

Any integration of consumer products with medically oriented services would require appropriate clinical oversight, regulatory compliance, privacy protections, and adherence to applicable laws governing professional services and commercial relationships.

Management believes that, if successfully implemented, the combination of recurring consumer-product activity and complementary wellness services could provide multiple revenue opportunities and reduce dependence upon any single product or operating category.

Strategic Differentiation

Management believes UNLOCKD's potential competitive differentiation lies in the coordinated development of complementary operating businesses rather than reliance upon a single consumer brand.

The Company's existing portfolio provides consumer products, intellectual property, and commercialization opportunities.

Ancient Extracts UK, if acquired, could contribute additional operating revenue, recurring subscriptions, and international digital commerce capabilities.

The contemplated NEXT10 relationship could potentially introduce complementary wellness-service businesses and physical operating infrastructure.

Together, these elements could support a business model connecting product discovery, repeat purchasing, customer engagement, and wellness services within a broader corporate platform.

Management considers this combination of capabilities an important component of its long-term strategic opportunity.

However, the NEXT10 transaction remains subject to applicable agreements, due diligence, approvals, financing, and other conditions. No NEXT10 operating assets or financial results have been consolidated solely by reason of the announced letter of intent.

There can be no assurance that the transaction will close, that the contemplated businesses will be contributed, or that anticipated synergies will be realized.

Commercialization Strategy — Building Multiple Channels for Growth

UNLOCKD intends to pursue a multichannel commercialization strategy designed to expand consumer access to its products while developing economically sustainable customer relationships.

The Company's existing and prospective channels include direct-to-consumer e-commerce, Amazon and other online marketplaces, specialty retail, wholesale distribution, business-to-business relationships, and strategic commercial partnerships.

Management believes direct-to-consumer commerce can provide useful information concerning customer acquisition, conversion rates, purchasing behavior, product preferences, repeat orders, and customer retention.

These capabilities may support more informed product-development and marketing decisions.

Retail and wholesale distribution can provide access to additional consumers but may require greater inventory commitments, manufacturing capacity, working capital, and channel-specific pricing arrangements.

Management intends to evaluate distribution opportunities based upon actual commercial performance, contribution margins, working-capital requirements, and the ability to support repeat orders.

The Company believes a coordinated operating model may eventually permit selected products and brands to share sourcing, manufacturing relationships, digital marketing resources, fulfillment infrastructure, and distribution relationships.

Management intends to prioritize commercially sustainable growth over expansion based solely upon product counts, distribution announcements, or acquisition volume.

Results of Operations

The Company's operating results for the quarter ended September 30, 2026 should be evaluated in the context of its continuing transition from corporate restructuring and asset acquisition toward the operation and expansion of consumer wellness businesses.

The acquisition of VerdaGenix, LLC was completed effective May 13, 2026. Accordingly, the third quarter represented the first full calendar quarter in which Ancient Extracts USA operated under UNLOCKD ownership.

This distinction is important when comparing the Company's second- and third-quarter operating results because the second quarter included only a partial period of subsidiary operations.

During the third quarter, operating activities included consumer-product sales, fulfillment, product development, customer acquisition, distribution initiatives, and related expenses associated with Ancient Extracts USA.

The Company also incurred corporate expenses associated with public-company reporting, professional services, acquisition evaluation, financing activities, management, and administrative infrastructure.

Management believes the Company's future operating performance should be evaluated using financial and commercial measures that include net revenue, gross profit, gross margin, operating expenses, operating income or loss, cash flow, customer acquisition costs, repeat purchasing, inventory turnover, and working-capital requirements.

The Company's actual revenue, expenses, operating income or loss, and cash flows for the three and nine months ended September 30, 2026 are presented in the accompanying consolidated financial statements.

The Company remains at an early stage of its operating transformation. Quarterly results may fluctuate materially due to inventory purchases, product launches, marketing expenditures, acquisition-related costs, financing activity, and other factors.

Announced purchase orders, retail distribution relationships, prospective acquisitions, and preliminary financial information concerning businesses not yet acquired should not be interpreted as revenue recognized by UNLOCKD unless reflected in its financial statements in accordance with applicable accounting principles.

Liquidity and Capital Resources

UNLOCKD continues to have limited liquidity and requires additional capital to support its operating and strategic objectives.

Working-capital requirements include inventory, manufacturing, fulfillment, product development, marketing, customer acquisition, regulatory and legal expenses, public-company reporting, and general corporate purposes.

The timing and amount of these requirements will depend upon operating performance, product commercialization, distribution growth, supplier arrangements, and acquisition activity.

In connection with the acquisition of VerdaGenix, LLC, the Company assumed and restructured certain acquisition-related obligations through convertible promissory notes having aggregate principal of $231,500. These notes bear interest at 12% per annum and mature on May 13, 2029, subject to their terms.

During the third quarter, the Company also entered into a convertible promissory note arrangement with Tri-Bridge Ventures, LLC, having original principal of $20,000, as described in the accompanying financial statement notes.

Management continues evaluating financing alternatives intended to support working capital, inventory, product commercialization, distribution expansion, acquisitions, and improvements to financial reporting infrastructure.

The Company's ability to implement its strategy will depend substantially upon obtaining financing on commercially acceptable terms.

There can be no assurance that sufficient capital will be available when required or that financing arrangements will be favorable to existing shareholders.

Regulation A Offering and Capital Efficiency

The Company has pursued a Tier 1 Regulation A offering as part of its broader capital-formation strategy.

Management believes access to additional equity capital could support product commercialization, inventory requirements, operating expansion, and strategic acquisitions.

Subsequent to September 30, 2026, UNLOCKD announced on November 4, 2026 its intention to amend the Regulation A offering to increase the proposed Common Stock offering price from $0.0001 to $0.001 per share.

The proposed increase reflects management's reassessment of the Company's capital-raising strategy following its restructuring initiatives, completed acquisitions, and operating development.

At the proposed price, raising $100,000 in gross equity proceeds would require issuance of 100,000,000 Common shares, compared with 1,000,000,000 shares at the original $0.0001 price.

Accordingly, the proposed offering-price increase would reduce the number of newly issued shares by 90% for an equivalent amount of gross capital raised.

Management believes preserving authorized Common Stock capacity is important because the Company's growth strategy may require equity financing, acquisition consideration, and other strategic issuances.

The proposed increase does not establish the market value of the Company's Common Stock, guarantee investor demand, or eliminate dilution from future financing and compensation arrangements.

Implementation of the revised offering price remains subject to applicable SEC filing, qualification, and securities-law requirements. The revised price had not been qualified for use as of the Company's November 4 announcement.

There can be no assurance that the amendment will be qualified, that investors will purchase shares at the revised price, or that the Company will raise any particular amount of capital.

Financing Requirements for Ancient Extracts UK

The proposed acquisition of Ancient Extracts UK represents an additional potential use of capital.

Under the binding letter of intent announced November 3, 2026, closing is conditioned upon the Company raising at least $500,000 in qualifying financing, among other requirements.

Management believes the proposed financing would be important to supporting the acquisition and anticipated operating requirements of the combined businesses.

Capital requirements may include acquisition consideration, inventory, customer acquisition, operating infrastructure, integration expenses, and other commercialization activities.

Failure to obtain the required financing could prevent completion of the proposed transaction.

Acquisition Strategy and Capital Allocation

Acquisitions remain a central component of UNLOCKD's long-term business strategy.

Management intends to evaluate consumer wellness and complementary service businesses that possess existing revenue, differentiated products, recognizable brands, intellectual property, customer relationships, distribution infrastructure, or other commercially relevant assets.

The Company believes certain businesses may possess meaningful commercial potential but lack the financial resources, management capacity, or distribution relationships necessary to achieve broader growth independently.

UNLOCKD intends to evaluate whether such businesses could benefit from participation in a coordinated operating platform.

Management will consider strategic fit, revenue quality, gross margins, customer retention, working-capital requirements, liabilities, integration complexity, regulatory considerations, and potential operating synergies.

Acquisition consideration may include restricted equity, cash, debt, performance-based consideration, or combinations of these structures.

Management intends to remain attentive to capital efficiency, financing costs, shareholder dilution, and the Company's ability to support acquired operations.

The objective is not to increase the number of acquisitions without regard to operating performance. Rather, management seeks to assemble businesses and intellectual property that can contribute to a financially sustainable and scalable enterprise.

All prospective transactions involve risks, including integration costs, undisclosed liabilities, financing requirements, operating losses, management demands, and dilution.

No assurance can be provided that any proposed acquisition will close or generate anticipated benefits.

Management and Governance

Effective May 15, 2026, John P. Gorst was appointed Chief Executive Officer and joined the Company's Board of Directors. Dr. Jordan P. Balencic transitioned from Chief Executive Officer to Chairman of the Board and Chief Science Officer.

On July 27, 2026, Jamie Leigh Jarrett, Co-Founder of Ancient Extracts UK, was appointed to the Board of Directors.

Management believes the Company's leadership structure reflects its transition from corporate restructuring and asset acquisition toward operating execution, commercialization, and strategic expansion.

The Company intends to continue strengthening its corporate governance, accounting processes, financial controls, and public-company reporting infrastructure as its operations develop.

Management recognizes that effective financial reporting, disciplined capital allocation, and appropriate oversight are important to supporting future financing, acquisition activity, and long-term shareholder interests.

Strategic Priorities

Management's principal strategic priorities following the quarter ended September 30, 2026 include:

1. Complete the Proposed Ancient Extracts UK Acquisition. Pursue the required financing, audit, due diligence, approvals, and definitive documentation necessary to complete the transaction and evaluate opportunities to integrate U.S. and UK operations.

2. Scale Ancient Extracts USA. Expand commercial activity through direct-to-consumer sales, specialty retail, Amazon and other marketplaces, wholesale distribution, and business-to-business channels while improving customer acquisition, retention, and operating efficiency.

3. Advance Functional Beverage Commercialization. Continue developing Morning Magic K-Cups and evaluate additional functional coffee, mushroom beverages, powdered formulations, single-serve products, and other convenient daily-consumption formats.

4. Commercialize EVERMIND Intellectual Property. Evaluate product-development and commercialization opportunities involving acquired formulations, brand assets, and complementary applications within the Company's broader consumer wellness portfolio.

5. Develop the 1ENERGY Platform. Advance evaluation of reformulation, manufacturing, regulatory requirements, product positioning, and distribution opportunities following the October 27, 2026 acquisition.

6. Advance the NEXT10 Strategic Relationship. Continue evaluating the contemplated transaction and the potential addition of complementary wellness-service businesses, longevity-oriented operating assets, and related infrastructure.

7. Strengthen Capital Resources. Pursue financing intended to support working capital, inventory, acquisitions, commercialization, and corporate infrastructure while remaining attentive to capital efficiency and potential shareholder dilution.

8. Improve Operating and Financial Infrastructure. Strengthen accounting systems, financial controls, governance, and reporting processes to support operating growth, acquisition integration, and potential future public-market objectives.

Outlook — A Larger Opportunity Through Integrated Execution

Management believes UNLOCKD's development during 2026 reflects meaningful progress toward establishing a diversified consumer health and wellness business.

At the beginning of the year, the Company primarily possessed acquired intellectual property, a developing acquisition strategy, and a public-company structure undergoing substantial transformation.

By September 30, 2026, UNLOCKD had established Ancient Extracts USA as its principal operating business, expanded its consumer product portfolio, introduced new functional beverage formats, entered additional specialty retail distribution, and advanced strategic relationships supporting potential acquisitions.

Subsequent to the reporting period, the Company completed its third consumer wellness acquisition through 1ENERGY and entered into a binding letter of intent to acquire Ancient Extracts UK.

Management believes the proposed Ancient Extracts UK acquisition could represent an important next stage because it offers the potential to add an established international business with reported revenue, recurring subscriptions, customer relationships, and digital commerce infrastructure.

At the same time, the contemplated NEXT10 relationship introduces the possibility of extending UNLOCKD's business model beyond consumer packaged goods into complementary longevity-focused health and wellness services.

Management believes the potential combination of these activities represents the Company's most significant long-term strategic opportunity: the development of an integrated business capable of participating across consumer wellness products, recurring digital commerce, and complementary wellness services.

The Company believes the strategic value of such a platform, if successfully developed, could extend beyond the contribution of any individual acquired brand.

Existing operating infrastructure could support additional products. New products could expand customer relationships. Acquired businesses could contribute revenue, distribution, and management capabilities. Complementary wellness services could introduce additional commercial opportunities and potentially broaden consumer engagement.

Management believes this coordinated approach could create multiple avenues for organic growth, acquisition-driven expansion, and operating leverage.

The Company's long-term ambition is to build a substantially larger health and wellness enterprise. Management has identified the development of a business capable of generating $100 million or more in annual revenue as a long-term strategic objective.

This objective is aspirational and does not constitute financial guidance, a revenue forecast, or an indication that the Company presently possesses the operating scale necessary to achieve that level of revenue.

Reaching such a scale would require substantial additional capital, significant organic growth and/or acquisitions, successful integration, effective management, and sustained operating execution.

The Company also recognizes that its present financial resources and operating scale remain limited relative to these objectives.

There can be no assurance that contemplated acquisitions will close, that preliminary third-party operating metrics will be verified or sustained, that new products will achieve commercial success, that financing will be available on acceptable terms, or that the Company will achieve its long-term growth objectives.

Nevertheless, management believes the progress achieved during and following the third quarter has established a foundation for pursuing a business opportunity materially broader than the Company's historical operations.

UNLOCKD's strategy is to combine commercially relevant consumer brands, operating businesses, proprietary intellectual property, and potentially complementary longevity-focused services into a coordinated platform designed for long-term growth.

Management intends to remain focused on translating that strategy into measurable operating performance, expanding commercial opportunities, strengthening the Company's financial position, and building sustainable long-term shareholder value.